

EXHIBIT CCC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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|----------------------------------|---|----------------------------|
| In re: |) | Chapter 11 |
| |) | |
| Fleming Companies, Inc., et al., |) | Case No. 03-10945 (MFW) |
| |) | (Jointly Administered) |
| Debtors. ¹ |) | |
| |) | Related to Docket No. 8471 |
| |) | |

**[PARTIES' JOINTLY PROPOSED] ORDER CLARIFYING ORDER ON MOTION OF
WAYNE BERRY FOR AN ORDER GRANTING RELIEF FROM THE AUTOMATIC
STAY OR, IN THE ALTERNATIVE, RELIEF FROM THE DISCHARGE AND
PERMANENT INJUNCTION PROVISIONS OF DEBTORS' AND OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' THIRD AMENDED AND REVISED
JOINT PLAN OF REORGANIZATION OF FLEMING COMPANIES, INC. AND ITS
FILING SUBSIDIARIES UNDER CHAPTER 11 OF THE UNITED STATES
BANKRUPTCY CODE**

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favor Concepts, Ltd.; Fleming Foods Management Co., O.K.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Services, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc. (collectively, the "Debtors").

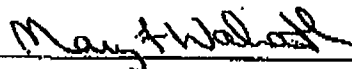
The Court, having reviewed the joint stipulation of counsel submitted in connection with this Proposed Order, and for good cause otherwise appearing, hereby ORDERS as follows:

1. The Court's July 26, 2004 Order on the above-captioned motion shall not be interpreted to allow Berry to execute on any final money judgment he may obtain in connection with the pre-petition Hawaii lawsuit other than by filing a claim in this Court in accordance with the procedures established by these proceedings.

2. This Order expressly reserves the parties' rights to subsequently argue to the Court how any such claim should be categorized.

IT IS SO ORDERED.

DATED: August 13, 2004



Hon M. Walrath
United States Bankruptcy Court
District of Delaware